

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**



02039864

OMB APPROVAL

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SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section (6) ☐ ULOEType of Filing: ☐ New Filing ☒ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of the Issuer (☒ check if this is an amendment and name has changed, and indicate change.)

Divergence, Inc. (prior name was Divergence, LLC)

Address of Executive offices (Number and Street, City, State, Zip Code)

c/o Nidus Center for Scientific Enterprise, 893 North Warson Rd.,
St. Louis, MO 63141

Telephone Number (Including Area Code)

(314) 812-8000

Address of Principal Business Operations (Number and Street, City, State, Zip

Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

1175403

Brief Description of Business

Biotechnology research and development.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed
☐ business trust ☐ limited partnership, to be formed
☐ other please specify:**PROCESSED**

JUN 13 2002

Actual or Estimated Date of Incorporation or
Organization:

Month	
0	6

Year	
9	9

☒ Actual ☐ Estimated**THOMSON
FINANCIAL**Jurisdiction of Incorporation of Organization: (Enter two letter U.S. Postal Service abbreviation
for State:

CN for Canada; FN for other foreign jurisdiction)

DE**GENERAL INSTRUCTION:**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.301 et seq. or 15 U.S.C. 77d (6).

When to file: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to file: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM D

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

McCarter, James, M.D., Ph.D.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Nidus Center for Scientific Enterprise, 893 North Warson Road, St. Louis, MO 63141, Attn: James McCarter, M.D., Ph.D.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

John W. McCarter, Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

575 Thornwood Lane, Northfield, IL 60093

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

John W. McCarter, Jr., Trust

Business or Residence Address (Number and Street, City, State, Zip Code)

575 Thornwood Lane, Northfield, IL 60093

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Derek K. Rapp

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Nidus Center for Scientific Enterprise, 893 North Warson Road, St. Louis, MO 63141, Attn: Derek K. Rapp

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ilia K. Nykin

Business or Residence Address (Number and Street, City, State, Zip Code)

Prolog Ventures, LLC, 7733 Forsyth Blvd., Suite 1440, St. Louis, MO 63105, Attn: Ilia K. Nykin

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Prolog Ventures, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Prolog Ventures, LLC, 7733 Forsyth Blvd., Suite 1440, St. Louis, MO 63105, Attn: Ilia K. Nykin

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☒ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 5,000,000	\$ 2,844,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify: <u>Exchange</u>)	\$ 6,493,820	\$ 6,493,820
Total	\$ 11,493,820	\$ 9,337,820

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	34	\$ 9,280,220
Non-Accredited Investors	1	\$ 57,600
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 800
Legal Fees	<input checked="" type="checkbox"/>	\$ 24,000
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify) <u>Postage</u>	<input checked="" type="checkbox"/>	\$ 200
Total	<input checked="" type="checkbox"/>	\$ 25,000

FORM D

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

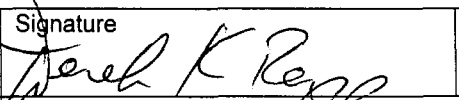
Yes No

☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrator, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Divergence, Inc.	Signature 	Date 5/17/02
Name (Print or Type) Derek K. Rapp	Title (Print or Type) Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed printed signatures.

FORM D

APPENDIX

1	2 Intend to sell to non- accredited investors in State (Part B—Item)		3 Type of security and aggregate offering price offered in State (Part C—Item1)	4 Type of investor and amount purchased in State (Part C—Item2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E—Item1)	
State	Yes	No		Number of Accredited investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	Series A Preferred	1	\$40,000				X
GA									
HI									
ID									
IL		X	Series A Preferred	7	\$404,000				X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		X	Series A Preferred	1	\$50,000				X
MN									
MS									
MO		X	Series A & B Preferred	24	\$8,643,820				X

FORM D

[illegible]

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL BY THESE PRESENTS:

That the undersigned Divergence, Inc., a Delaware corporation, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it ensuing out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Divergence, Inc.
c/o The Nidus Center for Scientific Enterprise
893 North Warson Road
St. Louis, Missouri 63141
Attention: Derek K. Rapp, Chief Executive Officer

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of the State as its attorney in that State for receipt of service of process:

<u> </u> ALABAMA	Secretary of State	<u> </u> DELAWARE	Securities Commissioner
<u> </u> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<u> </u> DISTRICT OF COLUMBIA	Public Service Commission
		<u> X</u> FLORIDA	Department of Banking and Finance
<u> </u> ARIZONA	The Corporation Commission	<u> </u> GEORGIA	Commissioner of Securities
<u> </u> ARKANSAS	The Securities Commissioner	<u> </u> GUAM	Administrator, Department of Finance
<u> </u> CALIFORNIA	Commissioner of Corporations	<u> </u> HAWAII	Commissioner of Securities
		<u> </u> IDAHO	Director, Department of Finance
<u> </u> COLORADO	Securities Commissioner	<u> X</u> ILLINOIS	Secretary of State

<u>CONNECTICUT</u>	Banking Commissioner	<u>INDIANA</u>	Secretary of State
<u>IOWA</u>	Commissioner of Insurance	<u>NORTH DAKOTA</u>	Securities Commissioner
<u>KANSAS</u>	Secretary of State	<u>OHIO</u>	Secretary of State
<u>KENTUCKY</u>	Director, Division of Securities	<u>OREGON</u>	Director, Department of Insurance and Finance
<u>LOUISIANA</u>	Commissioner of Securities	<u>OKLAHOMA</u>	Securities Administrator
<u>MAINE</u>	Administrator, Securities Division	<u>PENNSYLVANIA</u>	[Pennsylvania does not require filing of a Consent to Service of Process]
<u>MARYLAND</u>	Commissioner of the Division of Securities	<u>PUERTO RICO</u>	Commissioner of Financial Institutions
<u>MASSACHUSETTS</u>	Secretary of State	<u>RHODE ISLAND</u>	Director of Business Regulation
<u>MICHIGAN</u> X	Administrator, Corporation and Securities Bureau, Department of Commerce	<u>SOUTH CAROLINA</u>	Secretary of State
<u>MINNESOTA</u>	Commissioner of Commerce	<u>SOUTH DAKOTA</u>	Director of the Division of Securities
<u>MISSISSIPPI</u>	Secretary of State	<u>TENNESSEE</u>	Commissioner of Commerce and Insurance
<u>X MISSOURI</u>	Securities Commissioner	<u>TEXAS</u>	Securities Commissioner
<u>MONTANA</u>	State Auditor and Commissioner of Insurance	<u>UTAH</u>	Director, Division of Securities
<u>NEBRASKA</u>	Director of Banking and Finance	<u>VERMONT</u>	Secretary of State
<u>NEVADA</u>	Secretary of State	<u>VIRGINIA</u>	Clerk, State Corporation Commission
<u>NEW HAMPSHIRE</u>	Secretary of State	<u>WASHINGTON</u>	Director of the Department of Licensing
<u>NEW JERSEY</u> X	Chief, Securities Bureau		
<u>NEW MEXICO</u>	Director, Securities Division	<u>WEST VIRGINIA</u>	Commissioner of Securities
<u>NEW YORK</u>	Secretary of State	<u>WISCONSIN</u> X	Commissioner of Securities
<u>NORTH CAROLINA</u>	Secretary of State	<u>WYOMING</u>	Secretary of State

Dated this 17 day of May, 2002

(SEAL)

Derek K. Rapp
By Derek K. Rapp

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Title Chief Executive Officer

DIVERGENCE, INC., CORPORATE ACKNOWLEDGMENT

State of Missouri)
County (City) of St. Louis) ss.

On this 17th day of May, 2002 before me Molly E. Thomas, the undersigned Notary Public, personally appeared Derek Rapp known personally to me to be the Chief Executive Officer of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(SEAL)

Molly E. Thomas
Notary Public

My Commission Expires Feb. 8, 2006

MOLLY E. THOMAS
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: Feb. 8, 2006